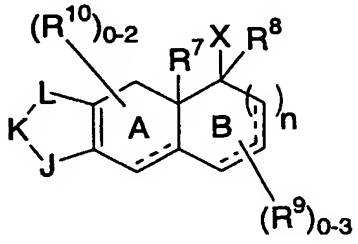
WHAT IS CLAIMED IS:

1. A compound represented by Formula I



I

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

n is 0, 1 or 2;

J is selected from NR^1 or $C(R^1)(R^2)$;

K is selected from NR^3 or $C(R^3)(R^4)$;

L is selected from NR^5 or $C(R^5)(R^6)$;

X is selected from the group consisting of:-OR^a, -$N(R^b)$-Y-R^c or -$S(O)_j$-R^d, wherein:

Y is selected from a bond, –C(O)-, –C(O)–O–, wherein the point of attachment of the "–O–" group is to R^c forming an alkoxy moiety, -$S(O)_2$- and -C(O)-$N(R^{12})$-, wherein the point of attachment of the nitrogen group is to R^c, and

j is independently 0, 1 or 2,

R^a, R^b, R^c, R^d and R^8 are each independently selected from the group consisting of:

(1) hydrogen, except that R^d is not hydrogen and R^c is hydrogen only when Y is a bond or -C(O)-$N(R^{12})$-,

(2) C_{1-6}alkyl,

(3) C_{2-6}alkenyl,

(4) C_{2-6}alkynyl,

(5) C_{3-6}cycloalkyl,
(6) aryl,
(7) aralkyl,
(8) HET^1,
(9) -C_{1-6}alkyl-HET^2,
(10) aralkenyl,
(11) aralkynyl and
(12) arylsulfonylalkyl,

wherein items (2) to (5) above and the alkyl portions of items (7), (9) and (12) above and the alkenyl portion of item (10) above and the alkynyl portion of item (11) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR^{11}, $N(R^{12})_2$, C_{3-6}cycloalkyl and C_{1-4}alkyl-$S(O)_m$-, wherein m is 0, 1 or 2, and

wherein items (6) and (8) above and the aryl portion of items (7), (10), (11) and (12) above and the HET^2 portion of item (9) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

(a) halo,
(b) OR^{11},
(c) $N(R^{12})_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl,
(f) C_{2-6}akynyl,
(g) C_{1-6}alkyl-$S(O)_p$-, wherein p is 0, 1 or 2,
(h) aryl,
(i) aryl-$S(O)_q$-, wherein q is 0, 1 or 2,
(j) HET^3,
(k) aralkyl,
(l) aroyl,
(m) aryloxy,
(n) aralkoxy and
(o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{11} and $N(R^{12})_2$, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{12} and C_{1-4}alkyl,

R^1, R^2, R^3, R^4, R^5 and R^6 are each independently selected from the group consisting of:

(1) hydrogen,
(2) halo,
(3) C_{1-6}alkyl,
(4) C_{2-6}alkenyl,
(5) C_{2-6}akynyl,
(6) C_{3-6}cycloalkyl,
(7) C_{1-6}alkoxy,
(8) C_{1-6}alkyl-$S(O)_r$-, wherein r is 0, 1 or 2,
(9) aryl,
(10) aralkyl,
(11) HET^4 and
(12) -C_{1-6}alkyl-HET^5,

wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{11}, $N(R^{12})_2$ and C_{1-6}alkyl-$S(O)_s$-, wherein s is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of item (12) are optionally substituted from one up to the maximum number of substituable positions with a substituent independently selected from the group consisting of:

(a) halo,
(b) OR^{11},
(c) $N(R^{12})_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl,
(f) C_{2-6}akynyl and

(g) C_{1-6}alkyl-S(O)t-, wherein t is 0, 1 or 2,

wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{11} and $N(R^{12})_2$,

or R^1 and R^3 or R^3 and R^5 may be joined together to form a double bond;

R^7 is selected from the group consisting of:

(1) hydrogen,
(2) OR^{11},
(3) C_{1-4}alkyl,
(4) aryl and
(5) aralkyl,

wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{11} and $N(R^{12})_2$, and

wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

(a) halo,
(b) OR^{11},
(c) $N(R^{12})_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl and
(f) C_{2-6}akynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{11} and $N(R^{12})_2$;

each R^9 and R^{10} is independently selected from the group consisting of:

(1) halo,
(2) C_{1-6}alkyl,
(3) C_{2-6}alkenyl,
(4) C_{1-6}alkoxy and

(5) hydroxy,

wherein items (2) to (4) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{12}, $N(R^{11})_2$ and C_{1-6}alkyl-$S(O)_u$-, wherein u is 0, 1 or 2;

each R^{11} and R^{12} is independently selected from the group consisting of hydrogen and C_{1-4}alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo; and

HET^1, HET^2, HET^3, HET^4 and HET^5 are each independently selected from the group of heterocycles consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

2. The compound according to Claim 1 wherein:

J is NR^1;

K is NR^3;

L is $C(R^5)(R^6)$; and

R^3 and R^5 are joined together to form a double bond.

3. The compound according to Claim 1 wherein the optional double bond shown in ring A of the compound of Formula I is present.

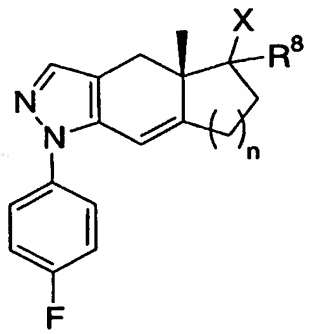
4. The compound according to Claim 1 wherein X is $-OR^a$.

5. The compound according to Claim 1 wherein X is $-N(R^b)-Y-R^c$, wherein Y is selected from –C(O)-, –C(O)–O–, wherein the point of attachment of the "–O–" group is to R^c forming an alkoxy moiety, $-S(O)_2-$ and $-C(O)-N(R^{12})-$, wherein the point of attachment of the nitrogen group is to R^c.

6. The compound according to Claim 1 wherein X is $-S(O)_j-R^d$.

7. The compound according to Claim 1 wherein n is 0 and the optional double bonds shown in ring B are not present.

8. A compound according to Claim 1 of Formula II:



II

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

X is selected from the group consisting of:$-OR^a$, $-N(R^b)-Y-R^c$, $-S(O)_j-R^d$, wherein:

Y is selected from a bond, –C(O)-, –C(O)–O–, wherein the point of attachment of the "–O–" group is to R^c forming an alkoxy moiety, $-S(O)_2-$ and $-C(O)-N(R^{12})-$, wherein the point of attachment of the nitrogen group is to R^c, and

j is 0, 1 or 2,

n is 1 or 2,

R^a, R^b, R^c, R^d and R^8 are each independently selected from the group consisting of:

(1) hydrogen, except that R^d is not hydrogen and R^c is hydrogen only when Y is a bond or -C(O)-N(R^{12})-,

(2) C_{1-6}alkyl,

(3) C_{2-6}alkenyl,

(4) C_{2-6}akynyl,

(5) C_{3-6}cycloalkyl,

(6) aryl,

(7) aralkyl,

(8) HET^1,

(9) -C_{1-6}alkyl-HET^2,

(10) aralkenyl,

(11) aralkynyl and

(12) arylsulfonylalkyl,

wherein items (2) to (5) above and the alkyl portions of items (7), (9) and (12) above and the alkenyl portion of item (10) above and the alkynyl portion of item (11) above are optionally substituted with oxo and optionally substituted with one to three substituents independently selected from the group consisting of: halo, OR^{11}, $N(R^{12})_2$, C_{3-6}cycloalkyl and C_{1-4}alkyl-$S(O)_m$-, wherein m is 0, 1 or 2, and

wherein items (6) and (8) above and the aryl portion of items (7), (10), (11) and (12) above and the HET^2 portion of item (9) above are optionally substituted with one to five substituents independently selected from the group consisting of:

(a) halo,

(b) OR^{11},

(c) $N(R^{12})_2$,

(d) C_{1-6}alkyl,

(e) C_{2-6}alkenyl,

(f) C_{2-6}akynyl,

(g) C_{1-6}alkyl-$S(O)_p$-, wherein p is 0, 1 or 2,

(h) aryl,

(i) aryl-$S(O)_q$-, wherein q is 0, 1 or 2,

(j) HET^3,
(k) aralkyl,
(l) aroyl,
(m) aryloxy,
(n) aralkoxy and
(o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted with one to three substituents independently selected from the group consisting of: halo, OR^{11} and $N(R^{12})_2$, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted with one to three substituents independently selected from the group consisting of: halo, OR^{12} and C_{1-4}alkyl,

each R^{11} and R^{12} is independently selected from the group consisting of hydrogen and C_{1-4}alkyl, optionally substituted with 1 to 3 halo groups; and

HET^1, HET^2 and HET^3 are each independently selected from the group of heterocycles consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

9. The compound according to Claim 8 wherein

X is $-OR^a$

n is 1, and

R^a is selected from the group consisting of:

(1) hydrogen,
(2) acetyl,
(3) benzyl,
(4) C_{1-6}alkyl,
(5) C_{2-6}alkenyl,
(6) C_{2-6}alkynyl and
(7) C_{3-6}cycloalkyl,

R^8 is selected from the group consisting of:

(1) hydrogen,
(2) C_{1-6}alkyl,
(3) C_{2-6}alkenyl,
(4) C_{2-6}akynyl,
(5) C_{3-6}cycloalkyl,
(6) aryl,
(7) aralkyl,
(8) HET^1,
(9) -C_{1-6}alkyl-HET^2,
(10) aralkenyl,
(11) aralkynyl, and
(12) arylsulfonylalkyl

wherein items (2) to (5) above and the alkyl portions of items (7), (9) and (12) above and the alkenyl portion of item (10) above and the alkynyl portion of item (11) above are optionally substituted with oxo and optionally substituted with one to three substituents independently selected from the group consisting of: halo, OR^{11} and C_{3-6}cycloalkyl,

wherein items (6) and (8) above and aryl portion of items (7), (10), (11) and (12) above and the HET^2 portion of item (9) above are optionally substituted with one to five substituents independently selected from the group consisting of:

(a) halo,
(b) C_{1-6}alkyl,
(c) C1-4alkoxy and

(d) aryl,

R^{11} is selected from the group consisting of hydrogen and C_{1-4}alkyl, optionally substituted with 1 to 3 halo groups; and

HET^1 and HET^2 are each independently selected from the group of heterocycles consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

10. The compound according to Claim 9 wherein:

R^8 is selected from the group consisting of:

(1) hydrogen,
(2) C_{1-6}alkyl,
(3) C_{2-6}alkenyl,
(4) C_{2-6}akynyl,
(5) C_{3-6}cycloalkyl,
(6) phenyl or naphthyl,
(7) benzyl or phenethyl,
(8) benzothiophene,
(9) phenylethenyl,
(10) phenylethynyl, and
(11) phenylsulfonylmethyl,

wherein items (2) to (5) above are optionally substituted with one to three substituents independently selected from the group consisting of: halo, OR^{11} and C_{3-6}cycloalkyl,

wherein item (6) above and the phenyl portions of items (7), (9), (10) and (11) above are optionally substituted with one to five substituents independently selected from the group consisting of:

(a) halo,
(b) C_{1-6}alkyl,
(c) C_{1-4}alkoxy and
(d) phenyl.

11. The compound according to Claim 8 wherein:

X is -N(R^b)-Y-R^c, wherein:

Y is selected from –C(O)-, –C(O)–O–, wherein the point of attachment of the "–O–" group is to R^c forming an alkoxy moiety, -$S(O)_2$- and -C(O)-N(R^{12})-, wherein the point of attachment of the nitrogen group is to R^c, and

n is 1,

R^8 is hydrogen, and

R^b and R^c are each independently selected from the group consisting of:

(1) hydrogen, except that R^c is not hydrogen,
(2) C_{1-6}alkyl,
(3) C_{2-6}alkenyl,
(4) C_{2-6}akynyl,
(5) C_{3-6}cycloalkyl,
(6) aryl,
(7) aralkyl,
(8) HET^1,
(9) -C_{1-6}alkyl-HET^2,
(10) aralkenyl,
(11) aralkynyl and
(12) arylsulfonylalkyl,

wherein items (2) to (5) above and the alkyl portions of items (7), (9) and (12) above and the alkenyl portion of item (10) above and the alkynyl portion of item (11) above are optionally substituted with oxo and optionally substituted with with one to three substituents independently selected from the group consisting of: halo, OR^{11}, $N(R^{12})_2$, C_{3-6}cycloalkyl and C_{1-4}alkyl-$S(O)_m$-, wherein m is 0, 1 or 2, and

wherein items (6) and (8) above and the aryl portion of items (7), (10), (11) and (12) above and the HET^2 portion of item (9) above are optionally substituted with one to five substituents independently selected from the group consisting of:

(a) halo,
(b) OR^{11},
(c) $N(R^{12})_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl,
(f) C_{2-6}akynyl,
(g) C_{1-6}alkyl-$S(O)_p$-, wherein p is 0, 1 or 2,
(h) aryl,
(i) aryl-$S(O)_q$-, wherein q is 0, 1 or 2,
(j) HET^3,
(k) aralkyl,
(l) aroyl,
(m) aryloxy,
(n) aralkoxy and
(o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted with one to three substituents independently selected from the group consisting of: halo, OR^{11} and $N(R^{12})_2$, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted with one to three substituents independently selected from the group consisting of: halo, OR^{12} and C_{1-4}alkyl,

each R^{11} and R^{12} is independently selected from the group consisting of hydrogen and C_{1-4}alkyl, optionally substituted with 1 to 3 halo groups; and

HET^1, HET^2 and HET^3 are each independently selected from the group of heterocycles consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

12. The compound according to Claim 11 wherein:

R^b and R^c are each independently selected from the group consisting of:

(1) hydrogen, except that R^c is hydrogen only when Y is a bond or -C(O)-$N(R^{12})$-,

(2) C_{1-6}alkyl,

(3) C_{2-6}alkenyl,

(4) C_{2-6}akynyl,

(5) C_{3-6}cycloalkyl,

(6) aryl,

(7) aralkyl,

(8) HET^1,

(9) -C_{1-6}alkyl-HET^2,

(10) aralkenyl, and

(11) aralkynyl,

wherein items (2) to (5) above are optionally substituted with 1-3 halo groups, and

wherein items (6) and (8) and aryl portion of items (7), (10) and (11) above and the HET^2 portion of item (9) above are optionally substituted with one to five substituents independently selected from the group consisting of:

(a) halo,
(b) C_{1-4}alkyl, optionally substituted with 1-3 halo groups, and
(c) C_{1-4}alkylthio,

HET^1 and HET^2 are each independently selected from the group of heterocycles consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

13. The compound according to Claim 12 wherein:

R^b is selected from the group consisting of: hydrogen and C_{1-4}alkyl, and

R^c is selected from the group consisting of:

(1) C_{1-4}alkyl,
(2) phenyl or benzyl, each optionally substituted with 1 to 5 groups independently selected from fluoro, chloro and trifluoromethyl,
(3) naphthyl,
(4) thiopheneyl,
(5) pyridyl,
(6) isoquinolyl,
(7) pyrimidyl and

(8) pyrazyl,

wherein items (4) to (8) above are optionally substitited with 1 to 5 groups independently selected from fluoro, chloro, methyl,methylthio and trifluoromethyl.

14. The compound according to Claim 13, wherein R^c is phenyl, optionally substituted with 1 to 5 groups independently selected from fluoro, chloro and trifluoromethyl.

15. The compound according to Claim 8, wherein:

X is $-S(O)_j-R^d$, wherein j is 0, 1 or 2,

n is 1,

R^8 is hydrogen, and

R^d is selected from the group consisting of:

(1) C_{1-6}alkyl,
(2) C_{2-6}alkenyl,
(3) C_{2-6}akynyl,
(4) C_{3-6}cycloalkyl,
(5) aryl,
(6) aralkyl,
(7) HET^1,
(8) $-C_{1-6}$alkyl-HET^2,
(9) aralkenyl, and
(10) aralkynyl,

wherein items (1) to (4) above are optionally substituted with 1-3 halo groups, and

wherein items (5) and (7) and aryl portion of items (6), (9) and (10) above and the HET^2 portion of item (8) above are optionally substituted with one to five substituents independently selected from the group consisting of:

(a) halo,
(b) C_{1-4}alkyl, optionally substituted with 1-3 halo groups, and
(c) C_{1-4}alkylthio, and

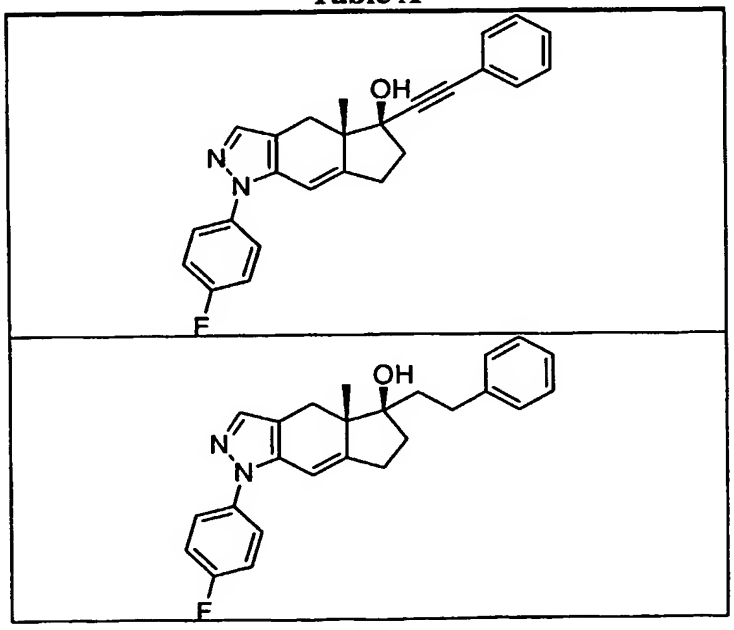
HET^1 and HET^2 are each independently selected from the group of heterocycles consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

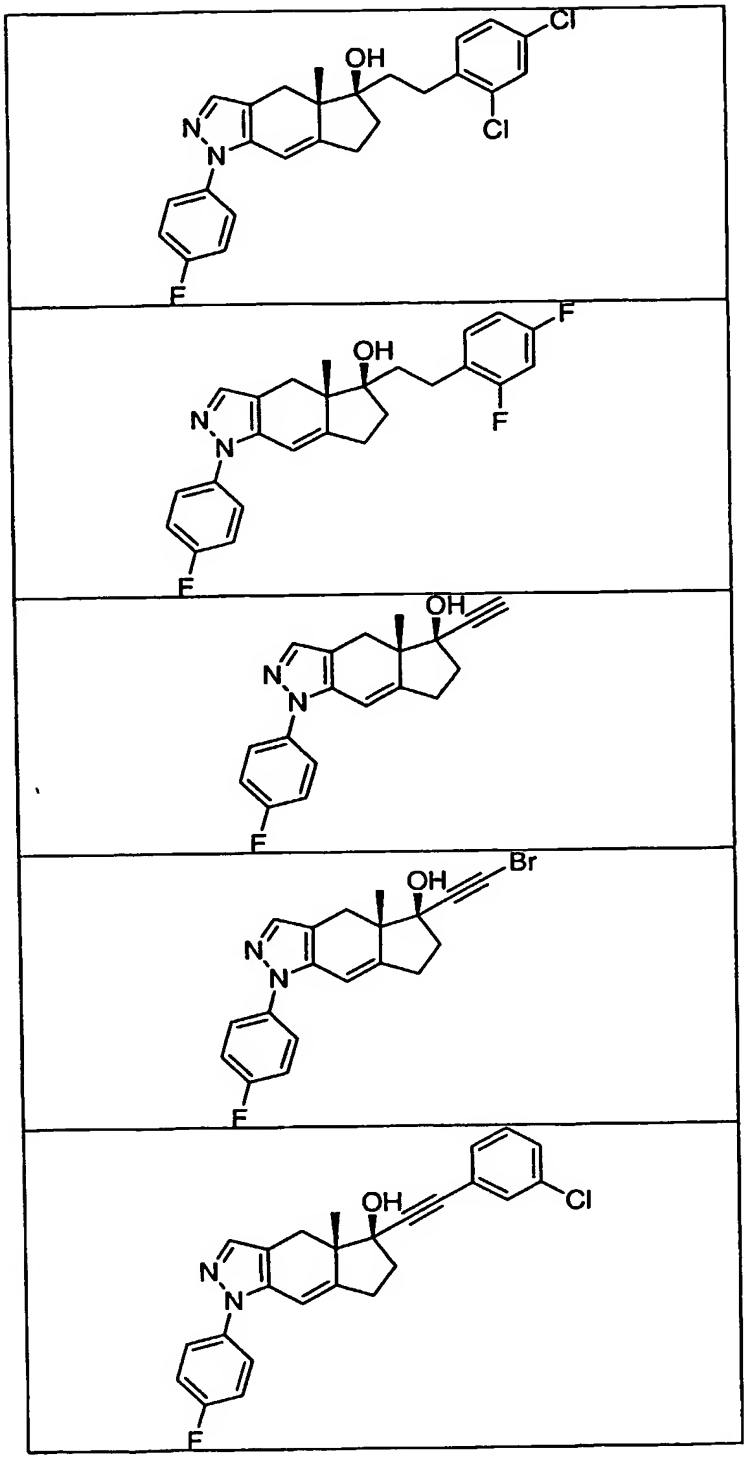
16. The compound according to Claim 15, wherein

R^d is phenyl, optionally substituted with 1 to 5 groups independently selected from fluoro, chloro and trifluoromethyl.

17. A compound selected from the following group:

Table A




Cl
OH
N
N
Cl
F
F
OH
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N
F
F
OH
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N
F
Br
OH
N
N
F
Cl
OH
N
N
F

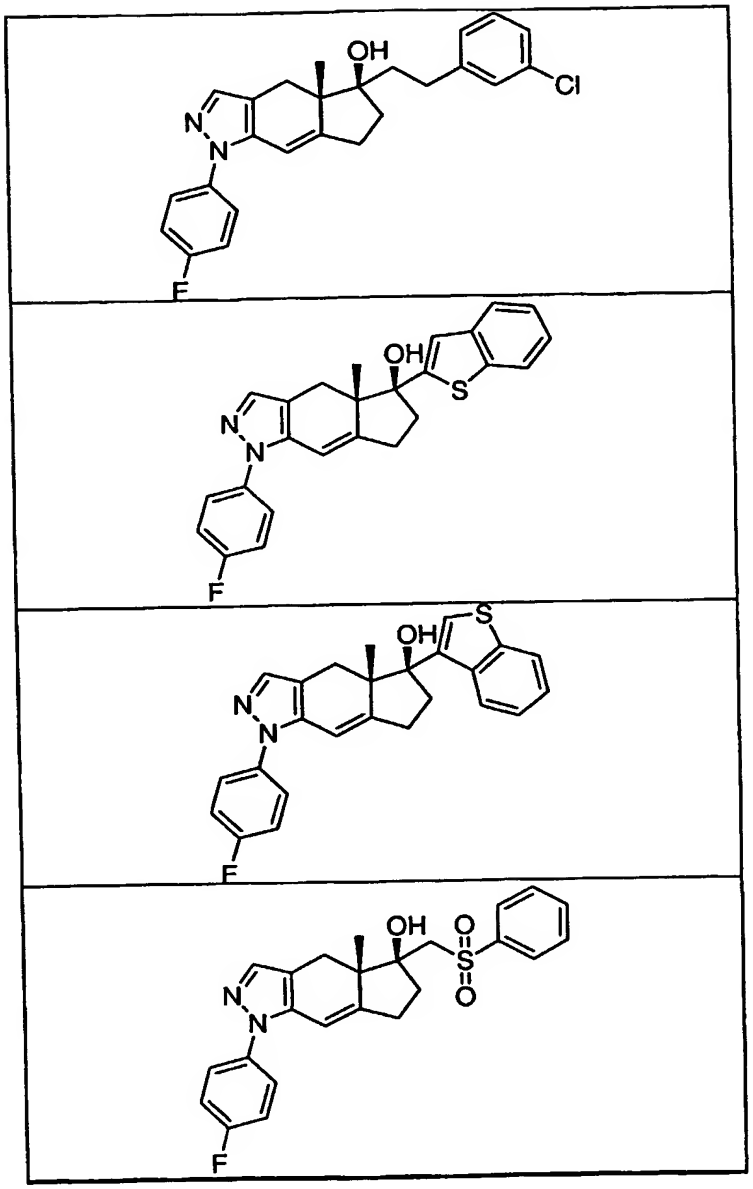
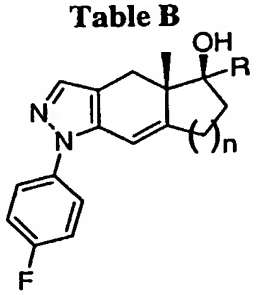


Table B

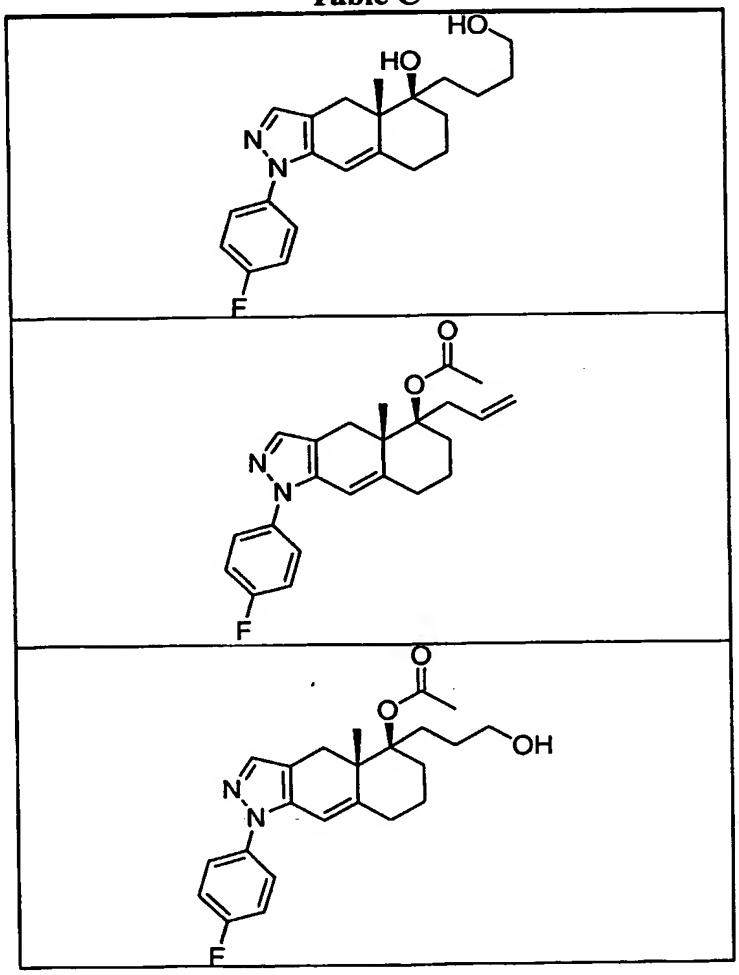


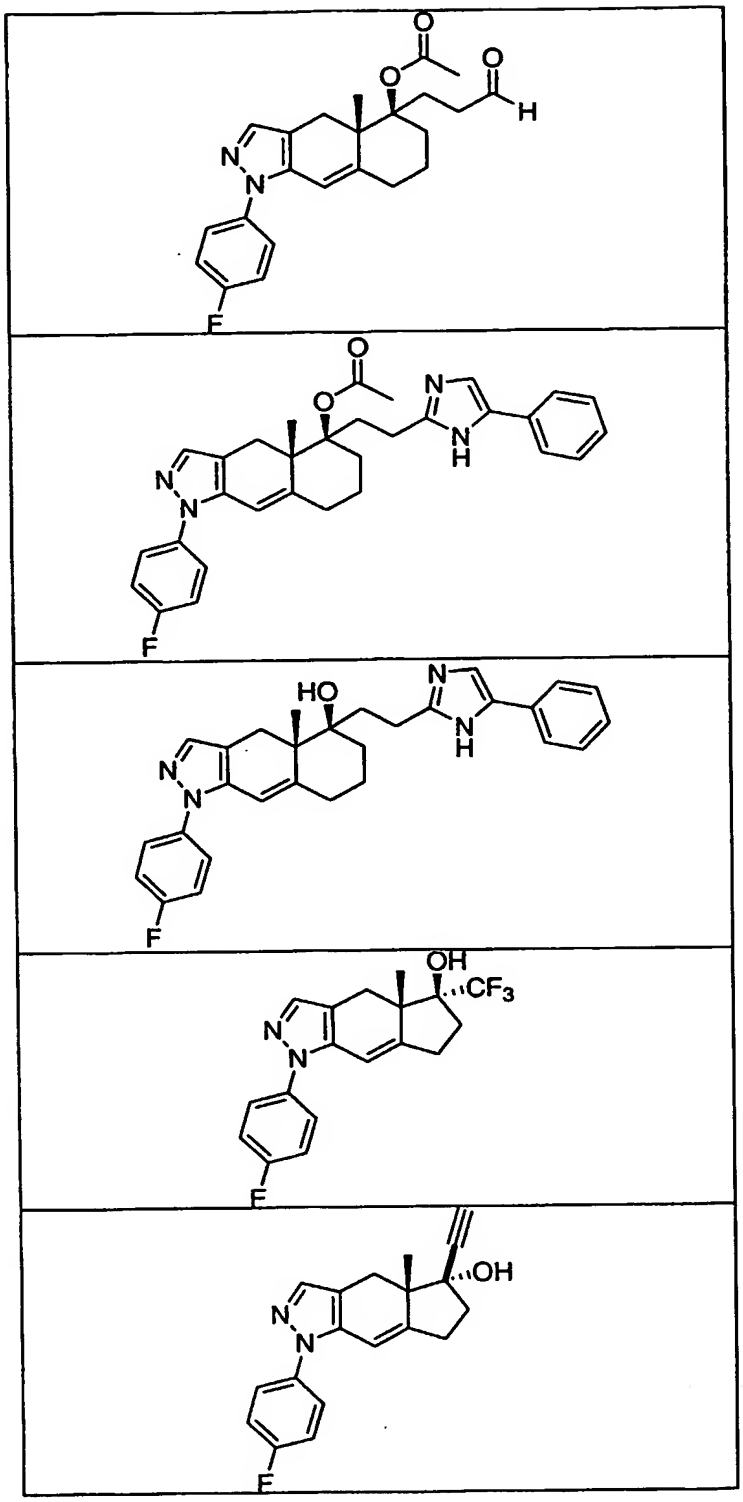
n	R Group
1	vinyl
2	vinyl
1	allyl
2	allyl
1	3-butenyl
2	3-butenyl
2	*n*-butyl
1	*n*-pentyl
2	*n*-pentyl
2	*n*-hexyl
1	3-methylbutyl
2	3-methylbutyl
1	2-cyclohexylethyl
2	2-cyclohexylethyl
1	3,3-dimethylbutyl
2	3,3-dimethylbutyl
1	4-methyl-3-pentenyl
2	4-methyl-3-pentenyl
1	4,4,4-trifluorobutyl
2	4,4,4-trifluorobutyl
1	3,4,4-trifluoro-3-butenyl
2	3,4,4-trifluoro-3-butenyl
1	3-methoxypropyl
2	3-methoxypropyl
2	benzyl
2	phenyl
2	phenethyl
2	3-phenylpropyl
1	2-(2-chlorophenyl)ethyl
2	2-(2-chlorophenyl)ethyl
2	2-(3-chlorophenyl)ethyl
1	2-(4-chlorophenyl)ethyl

2	2-(4-chlorophenyl)ethyl
2	2-(2,4-dichlorophenyl)ethyl
1	2-(4-fluorophenyl)ethyl
2	2-(4-fluorophenyl)ethyl
1	2-(2,5-difluorophenyl)ethyl
1	2-(2,3-difluorophenyl)ethyl
1	2-(3,5-difluorophenyl)ethyl
1	2-(4-methoxyphenyl)ethyl
2	2-(4-methoxyphenyl)ethyl
1	2-(2-naphthyl)ethyl
2	2-(2-naphthyl)ethyl
2	2-(2,4-difluorophenyl)ethyl
1	2-(3-(trifluoromethyl)phenyl)ethyl
2	2-(3-(trifluoromethyl)phenyl)ethyl
1	2-(2-methoxyphenyl)ethyl
2	2-(2-methoxyphenyl)ethyl
1	2-(4-*tert*-butylphenyl)ethyl
2	2-(4-*tert*-butylphenyl)ethyl
1	2-(4-methylphenyl)ethyl
2	2-(4-methylphenyl)ethyl
1	2-(1-naphthyl)ethyl
2	2-(1-naphthyl)ethyl
1	2-(2-methylphenyl)ethyl
2	2-(2-methylphenyl)ethyl
1	2-(3-methylphenyl)ethyl
2	2-(3-methylphenyl)ethyl
1	2-(2-fluorophenyl)ethyl
1	2-(3-fluorophenyl)ethyl
1	2-(3,4-dichlorophenyl)ethyl
1	2-(2-chloro-4-fluorophenyl)ethyl
1	2-(3-thiopheneyl)ethyl
1	3-(*N*-pyrrolyl)propyl
2	3-(*N*-pyrrolyl)propyl
1	*E*-2-phenylethenyl

2	*E*-2-phenylethenyl
1	*Z*-2-phenylethenyl
2	*Z*-2-phenylethenyl
2	2-phenylethynyl
1	2-(2,4-difluorophenyl)ethynyl
1	2-(2-thiopheneyl)ethyl
1	2-(3,4-difluorophenyl)ethyl
1	2-(3,4,5-trifluorophenyl)ethyl
2	H
1	H

Table C





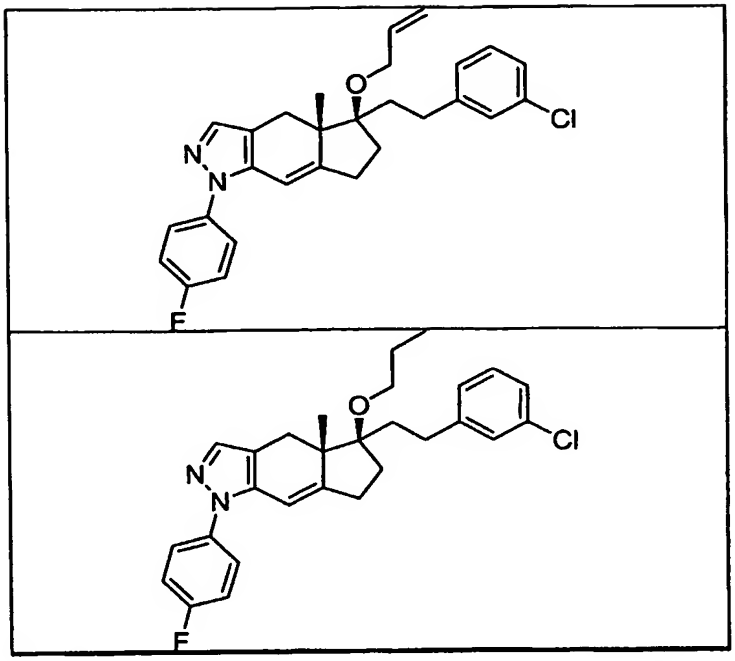
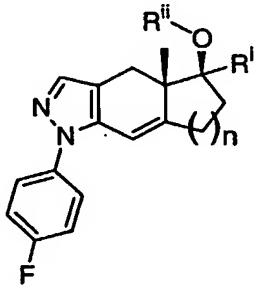


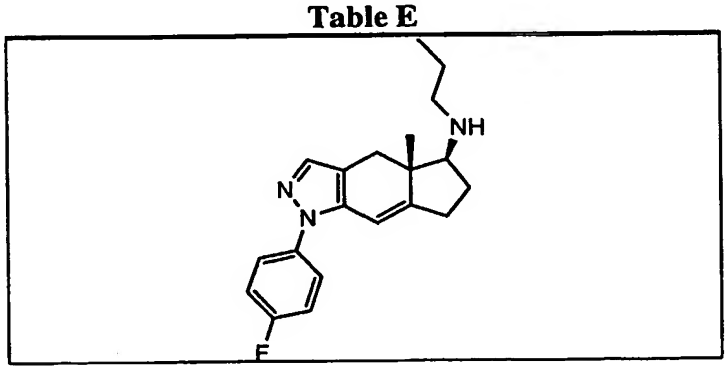
Table D



n	R^{i} Group	R^{ii} Group
1	H	*n*-propyl
2	allyl	allyl
1	phenethyl	cyclopropylmethyl
1	phenethyl	*E*-2-butenyl
1	2-(2,4-dichlorophenyl)ethyl	methyl
1	2-(2-chlorophenyl)ethyl	methyl
1	2-(3-chlorophenyl)ethyl	methyl
1	*n*-pentyl	methyl

1	2-(4-fluorophenyl)ethyl	methyl
2	phenethyl	methyl
1	2-(2,4-dichlorophenyl)ethyl	benzyl
1	2-(2,4-dichlorophenyl)ethyl	allyl
1	2-(2,4-dichlorophenyl)ethyl	*n*-propyl
1	2-(2-chlorophenyl)ethyl	*n*-propyl
1	phenethyl	*n*-propyl
1	phenethyl	methyl
1	2-(3-chlorophenyl)ethynyl	allyl
1	2-(3-chlorophenyl)ethynyl	*n*-propyl
1	2-(2,4-difluorophenyl)ethyl	methyl
2	2-(2,4-difluorophenyl)ethyl	methyl
1	phenethyl	*E*-2-pentenyl
1	trifluoromethyl	allyl
1	trifluoromethyl	*n*-propyl
1	2-(3-methylphenyl)ethyl	methyl
1	phenethyl	*n*-butyl
1	phenethyl	*n*-pentyl
1	2-(3,4-difluorophenyl)ethyl	*n*-propyl
1	2-(3-fluorophenyl)ethyl	methyl

Table E



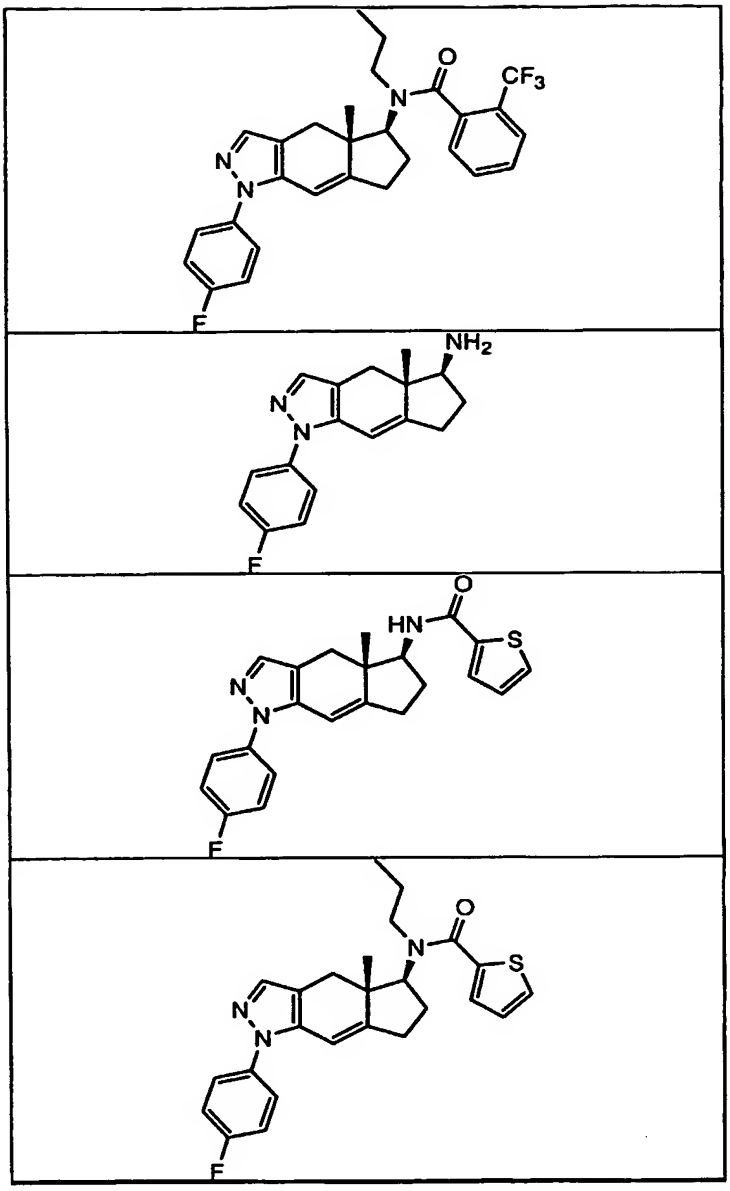
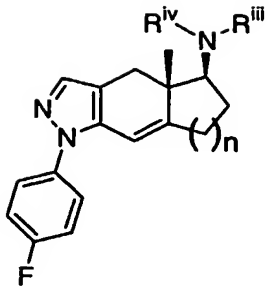


Table F



n	R^{iii} Group	R^{iv} Group
1	CO(3,3,3-trifluoropropyl)	H
1	CO(2-(trifluoromethyl)phenyl)	H
1	CO(3-chlorophenyl)	H
1	$COCH_2$(2-(trifluoromethyl)phenyl)	H
1	CO(2,4,5-trifluorophenyl)	H
1	CO(3-thiopheneyl)	H
1	$COCH_2$(2,4-difluorophenyl)	H
1	$COCH_2$(3-chlorophenyl)	H
1	CO(3-chloro-4-fluorophenyl)	H
1	$COCH_2$(2,5-difluorophenyl)	H
1	$COCH_2$(2-thiopheneyl)	H
1	$COCH_2$(3-thiopheneyl)	H
1	CO(2-chloro-5-fluorophenyl)	H
1	$COCH_2$(3-chloro-4-fluorophenyl)	H
1	CO(2,4,5-trifluorophenyl)	methyl
1	CO(2-(trifluoromethyl)phenyl)	methyl
1	CO(2-thiopheneyl)	methyl
1	CO(3-chlorophenyl)	methyl
1	CO(phenyl)	H
1	CO(2,4-difluorophenyl)	H
1	$COCH_2$(3-chloro-4-fluorophenyl)	methyl
1	CO(2,4-difluorophenyl)	methyl
1	$COCH_2$(2-(trifluoromethyl)phenyl)	methyl
1	CO(2-fluorophenyl)	H
1	CO(2,6-difluorophenyl)	H
1	CO(2-chlorophenyl)	H

1	CO(1-naphthyl)	H
1	CO(2-(trifluoromethyl)-4-fluorophenyl)	H
1	CO(2,5-difluorophenyl)	H
1	CO(2,3-difluorophenyl)	H
1	CO(2-chloro-4-fluorophenyl)	H
1	CO(2-chloro-3-fluorophenyl)	H
1	CO(tert-butyl)	H
1	CO(isopropyl)	H
1	CO(2-chloro-3-fluorophenyl)	methyl
1	CO(2-(trifluoromethyl)-4-fluorophenyl)	methyl
1	CO(2,6-difluorophenyl)	methyl
1	CO(2-chloro-4-fluorophenyl)	methyl
1	SO_2(phenyl)	H
1	CO(2,6-dichlorophenyl)	methyl
1	CO(2,6-dichlorophenyl)	H
2	CO(phenyl)	H
2	CO(2-(trifluoromethyl)phenyl)	H
2	CO(2-chloro-4-fluorophenyl)	H
2	CO(2-chlorophenyl)	H
2	CO(2-fluorophenyl)	H
2	$COCH_2$(2-(trifluoromethyl)phenyl)	H
2	$COCH_2$(2,4-difluorophenyl)	H
2	$COCH_2$(3-chlorophenyl)	H
1	SO_2(2,4-difluorophenyl)	H
1	CO(2,4-difluorophenyl)	*n*-propyl
1	SO_2(3-chlorophenyl)	H
2	CO(3-chlorophenyl)	H
1	SO_2(2-chloro-4-fluorophenyl)	H
1	CO_2(phenyl)	methyl
1	CO_2(phenyl)	H
1	CONH(phenyl)	H
1	SO_2(2-fluorophenyl)	H
1	SO_2(2-chlorophenyl)	H
1	CONH(phenyl)	methyl

1	SO_2(2-(trifluoromethyl)phenyl)	H
2	CONH(phenyl)	H
1	SO_2(3-fluorophenyl)	H
2	CO_2(phenyl)	H
2	CO(2,4-difluorophenyl)	H
1	CO(2-chloro-4-fluorophenyl)	*n*-propyl
2	CO(2-(trifluoromethyl)-4-fluorophenyl)	H
2	CO(2-chloro-4-fluorophenyl)	methyl
2	CO(2-(trifluoromethyl)-4-fluorophenyl)	methyl
2	CO(2,4-difluorophenyl)	methyl
1	CO(2-(trifluoromethyl)-4-fluorophenyl)	*n*-propyl
2	SO_2(2-chloro-4-fluorophenyl)	H
2	SO_2(2,4-difluorophenyl)	H
1	SO_2(3-chlorophenyl)	methyl
1	SO_2(2-chloro-4-fluorophenyl)	methyl
1	SO_2(3-chlorophenyl)	*n*-propyl
2	CO(2,4-difluorophenyl)	*n*-propyl
2	CO(2-chloro-4-fluorophenyl)	*n*-propyl
2	CO(2-(trifluoromethyl)-4-fluorophenyl)	*n*-propyl

Table G

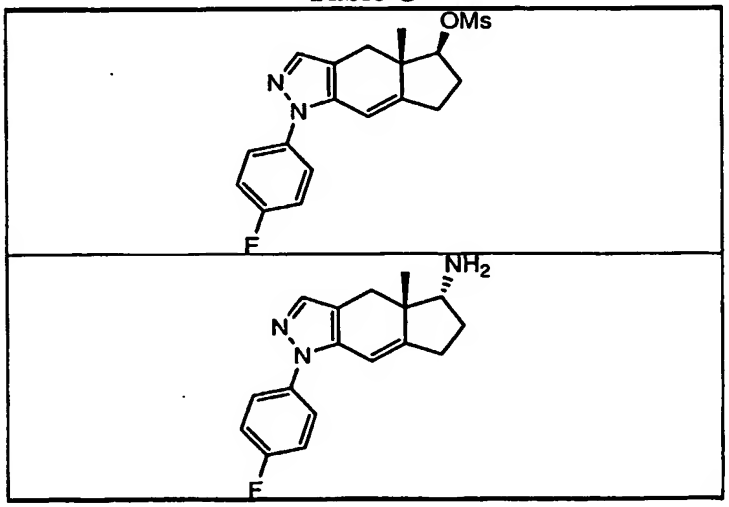
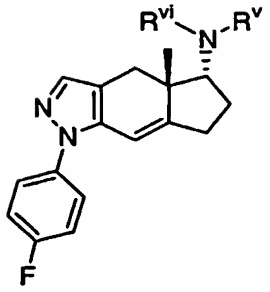


Table H



R^v Group	R^{vi} Group
CO(phenyl)	H
SO_2(2-chloro-4-fluorophenyl)	H
CO(2-chlorophenyl)	H
CO(3-chlorophenyl)	H
CO(2-(trifluoromethyl)phenyl)	H
CO(isopropyl)	H
CO(tert-butyl)	H
CO(3-thiopheneyl)	H
CO(2-thiopheneyl)	H
CO(2,4,5-trifluorophenyl)	H
CO(2,5-difluorophenyl)	H
CO_2(phenyl)	H
SO_2(phenyl)	H
CO(2-chlorophenyl)	methyl
CO(2-(trifluoromethyl)phenyl)	methyl
CO(3-chlorophenyl)	methyl
CONH(phenyl)	H
CO(2,6-difluorophenyl)	H
$COCH_2$(2,4-difluorophenyl)	H
CO(2,4-difluorophenyl)	H
CO(2-fluorophenyl)	H
CO(2-(trifluoromethyl)-4-fluorophenyl)	*n*-propyl

Table I

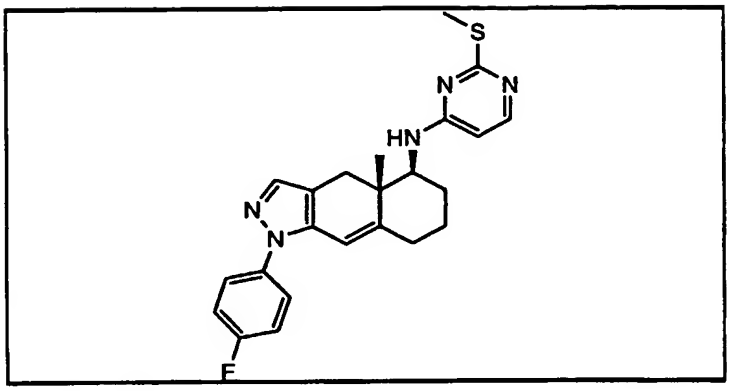
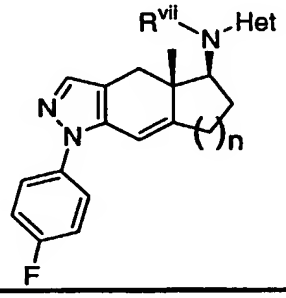


Table J



n	Het (Heterocycle)	R^{vii} Group
1	2-pyridyl	H
1	4-isoquinolyl	H
1	2-(4-methyl)pyridyl	H
1	5-pyrimidyl	H
1	3-pyridyl	H
1	2-pyrimidyl	H
1	2-pyrimidyl	methyl
1	2-pyrimidyl	*n*-propyl
1	4-(2-methylthio)pyrimidyl	H
2	4-(2-methylthio)pyrimidyl	methyl
2	4-(2-methylthio)pyrimidyl	*n*-propyl
1	2-(4-trifluoromethyl)pyridyl	H
2	2-(4-trifluoromethyl)pyridyl	H
1	2-pyrazinyl	H
1	4-(2,3,5,6-tetrafluoro)pyridyl	H
2	4-(2,3,5,6-tetrafluoro)pyridyl	H

Table K

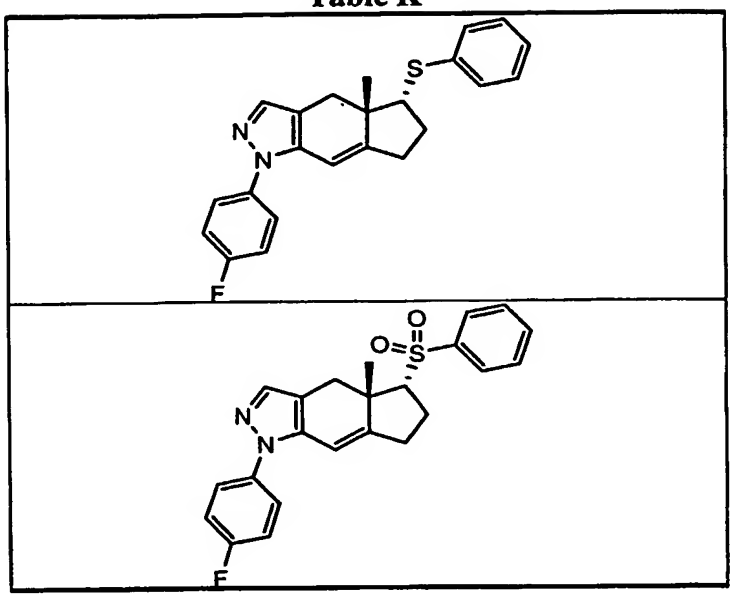
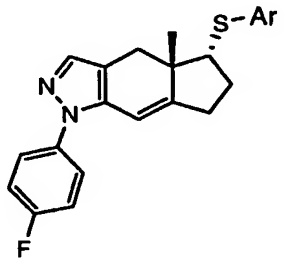


Table L



Ar Group
2-chlorophenyl
3-chlorophenyl

Ar Group
2-(trifluoromethyl)phenyl
2,6-dichlorophenyl
2,4-dichlorophenyl

or a pharmaceutically acceptable salt of any compound selected from any of the tables above.

18. A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

19. A method for treating a glucocorticoid receptor mediated disease or condition in a mammalian patient in need of such treatment comprising administering the patient a compound according to Claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.

20. The method according to Claim 19 wherein the glucocorticoid receptor mediated disease or condition is selected from the group consisting of: tissue rejection, leukemias, lymphomas, Cushing's syndrome, acute adrenal insufficiency, congenital adrenal hyperplasia, rheumatic fever, polyarteritis nodosa, granulomatous polyarteritis, inhibition of myeloid cell lines, immune proliferation/apoptosis, HPA axis suppression and regulation, hypercortisolemia, stroke and spinal cord injury, hypercalcemia, hypergylcemia, acute adrenal insufficiency, chronic primary adrenal insufficiency, secondary adrenal insufficiency, congenital adrenal hyperplasia, cerebral edema, thrombocytopenia, Little's syndrome, obesity, metabolic syndrome, inflammatory bowel disease, systemic lupus erythematosus, polyartitis nodosa, Wegener's granulomatosis, giant cell arteritis, rheumatoid arthritis, juvenile rheumatoid arthritis, uveitis, hay fever, allergic rhinitis, urticaria, angioneurotic edema, chronic obstructive pulmonary disease, asthma, tendonitis, bursitis, Crohn's disease, ulcerative colitis, autoimmune chronic active hepatitis, organ transplantation, hepatitis, cirrhosis, inflammatory scalp alopecia, panniculitis, psoriasis, discoid lupus erythematosus, inflamed cysts, atopic dermatitis, pyoderma gangrenosum, pemphigus vulgaris, buflous pemphigoid, systemic lupus erythematosus, dermatomyositis, herpes gestationis, eosinophilic fasciitis, relapsing polychondritis, inflammatory vasculitis, sarcoidosis, Sweet's disease, type I reactive leprosy, capillary

hemangiomas, contact dermatitis, atopic dermatitis, lichen planus, exfoliative dermatitus, erythema nodosum, acne, hirsutism, toxic epidermal necrolysis, erythema multiform, cutaneous T-cell lymphoma, Human Immunodeficiency Virus (HIV), cell apoptosis, cancer, Kaposi's sarcoma, retinitis pigmentosa, cognitive performance, memory and learning enhancement, depression, addiction, mood disorders, chronic fatigue syndrome, schizophrenia, sleep disorders, and anxiety.

21. A method of selectively modulating the transactivation, transrepression, agonism and antagonism effects of the glucocorticoid receptor in a mammal comprising administering to the mammal a compound according to Claim 1 in an amount that is effective to modulate the glucocorticoid receptor.